

Fill in this information to identify the case:

Debtor name Gold's Holding Corp.

United States Bankruptcy Court for the: Northern District of Texas (State)

Case number (if known): 20-31320

☒ Check if this is an amended filing

Official Form 206Sum**Summary of Assets and Liabilities for Non-Individuals**

12/15

Part 1: Summary of Assets**1. Schedule A/B: Assets—Real and Personal Property** (Official Form 206A/B)**1a. Real property:**Copy line 88 from *Schedule A/B*\$ 112,261.23**1b. Total personal property:**Copy line 91A from *Schedule A/B*\$ 162,681,947.02**1c. Total of all property:**Copy line 92 from *Schedule A/B*\$ 162,794,208.25**Part 2: Summary of Liabilities****2. Schedule D: Creditors Who Have Claims Secured by Property** (Official Form 206D)Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D*\$ 51,300,000.00**3. Schedule E/F: Creditors Who Have Unsecured Claims** (Official Form 206E/F)**3a. Total claim amounts of priority unsecured claims:**Copy the total claims from Part 1 from line 6a of *Schedule E/F*\$ 437,183.87**3b. Total amount of claims of nonpriority amount of unsecured claims:**Copy the total of the amount of claims from Part 2 from line 6b of *Schedule E/F*+\$ 176,280,097.64**4. Total liabilities**

Lines 2 + 3a + 3b

\$ 228,017,281.51

Fill in this information to identify the case:Debtor name Gold's Holding Corp.United States Bankruptcy Court for the: Northern District of TexasCase number (if known): 20-31320☐ Check if this is an amended filing**Official Form 206A/B****Schedule A/B: Assets — Real and Personal Property**

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Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents**1. Does the debtor have any cash or cash equivalents?**

- ☐ No. Go to Part 2.
- ☒ Yes. Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor**Current value of debtor's interest****2. Cash on hand**\$ 9,700.00**3. Checking, savings, money market, or financial brokerage accounts (Identify all)**

Name of institution (bank or brokerage firm)	Type of account	Last 4 digits of account number	
3.1. <u>Bank of America</u>	<u>Checking</u>	<u>7 2 8 3</u>	\$ <u>0.00</u>
3.2. <u>See continuation sheet</u>			\$ <u>2,850,164.73</u>

4. Other cash equivalents (Identify all)

4.1. <u>JP Morgan Chase-Imprest account for dental claims</u>	\$ <u>16,051.90</u>
4.2. <u>See continuation sheet</u>	\$ <u>25,642.73</u>

5. Total of Part 1\$ 2,901,559.36

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

Part 2: Deposits and prepayments**6. Does the debtor have any deposits or prepayments?**

- ☐ No. Go to Part 3.
- ☒ Yes. Fill in the information below.

Current value of debtor's interest**7. Deposits, including security deposits and utility deposits**

Description, including name of holder of deposit	
7.1. <u>Rent</u>	\$ <u>181,904.38</u>
7.2. <u>See continuation sheet</u>	\$ <u>40,323.00</u>

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8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent

Description, including name of holder of prepayment

8.1. General liability/ property insurance	\$ 76,295.03
8.2. See continuation sheet	\$ 1,258,021.94

9. Total of Part 2.

Add lines 7 through 8. Copy the total to line 81.

\$ 1,556,544.35

Part 3: Accounts receivable**10. Does the debtor have any accounts receivable?**

- ☐ No. Go to Part 4.
- ☒ Yes. Fill in the information below.

Current value of debtor's interest**11. Accounts receivable**

11a. 90 days old or less:	24,821.81	-	0.00	= →	\$ 24,821.81
	face amount		doubtful or uncollectible accounts			
11b. Over 90 days old:	1,917.28	-	352.69	= →	\$ 1,564.59
	face amount		doubtful or uncollectible accounts			

12. Total of Part 3

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$ 26,386.40

Part 4: Investments**13. Does the debtor own any investments?**

- ☐ No. Go to Part 5.
- ☒ Yes. Fill in the information below.

Valuation method used for current value**Current value of debtor's interest****14. Mutual funds or publicly traded stocks not included in Part 1**

Name of fund or stock:

14.1. _____	_____	\$ _____
14.2. _____	_____	\$ _____

15. Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture

Name of entity:

% of ownership:

15.1. Gold's Gym Licensing LLC	100 %	_____	\$ Unknown
15.2. See continuation sheet	_____ %	_____	\$ Unknown

16. Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1

Describe:

16.1. _____	_____	\$ _____
16.2. _____	_____	\$ _____

17. Total of Part 4

Add lines 14 through 16. Copy the total to line 83.

\$ 0.00

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Part 5: Inventory, excluding agriculture assets**18. Does the debtor own any inventory (excluding agriculture assets)?**

- ☐ No. Go to Part 6.
- ☒ Yes. Fill in the information below.

General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
19. Raw materials				
_____	MM / DD / YYYY	\$ _____	_____	\$ _____
20. Work in progress				
_____	MM / DD / YYYY	\$ _____	_____	\$ _____
21. Finished goods, including goods held for resale				
_____	MM / DD / YYYY	\$ _____	_____	\$ _____
22. Other inventory or supplies				
Uniforms, clothing and drinks	02/29/2020	654,352.00	Average Cost	654,352.00
_____	MM / DD / YYYY	\$ _____	_____	\$ _____
23. Total of Part 5				\$ 654,352.00
Add lines 19 through 22. Copy the total to line 84.				

24. Is any of the property listed in Part 5 perishable?

- ☐ No
- ☒ Yes

25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?

- ☒ No
- ☐ Yes. Book value _____ Valuation method _____ Current value _____

26. Has any of the property listed in Part 5 been appraised by a professional within the last year?

- ☒ No
- ☐ Yes

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)**27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?**

- ☒ No. Go to Part 7.
- ☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
28. Crops—either planted or harvested			
_____	\$ _____	_____	\$ _____
29. Farm animals <i>Examples:</i> Livestock, poultry, farm-raised fish			
_____	\$ _____	_____	\$ _____
30. Farm machinery and equipment (Other than titled motor vehicles)			
_____	\$ _____	_____	\$ _____
31. Farm and fishing supplies, chemicals, and feed			
_____	\$ _____	_____	\$ _____
32. Other farming and fishing-related property not already listed in Part 6			
_____	\$ _____	_____	\$ _____

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33. Total of Part 6.

Add lines 28 through 32. Copy the total to line 85.

\$ _____

34. Is the debtor a member of an agricultural cooperative?

- ☐ No
- ☐ Yes. Is any of the debtor's property stored at the cooperative?
- ☐ No
- ☐ Yes

35. Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?

- ☐ No
- ☐ Yes. Book value \$ _____ Valuation method _____ Current value \$ _____

36. Is a depreciation schedule available for any of the property listed in Part 6?

- ☐ No
- ☐ Yes

37. Has any of the property listed in Part 6 been appraised by a professional within the last year?

- ☐ No
- ☐ Yes

Part 7: Office furniture, fixtures, and equipment; and collectibles**38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?**

- ☐ No. Go to Part 8.
- ☒ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39. Office furniture Office furniture/cubicles	\$ 49,594.62	Straight Line 5 years	\$ 49,594.62
40. Office fixtures	\$ _____	_____	\$ _____
41. Office equipment, including all computer equipment and communication systems equipment and software Computer system/software and POS & billing system upgrade	\$ 1,198,571.22	Straight Line 3 to 5 ye	\$ 1,198,571.22
42. Collectibles <i>Examples:</i> Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles			
42.1 _____	\$ _____	_____	\$ _____
42.2 _____	\$ _____	_____	\$ _____
42.3 _____	\$ _____	_____	\$ _____

43. Total of Part 7.

Add lines 39 through 42. Copy the total to line 86.

\$ 1,248,165.84

44. Is a depreciation schedule available for any of the property listed in Part 7?

- ☐ No
- ☒ Yes

45. Has any of the property listed in Part 7 been appraised by a professional within the last year?

- ☒ No
- ☐ Yes

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Part 8: Machinery, equipment, and vehicles**46. Does the debtor own or lease any machinery, equipment, or vehicles?**

- ☐ No. Go to Part 9.
- ☒ Yes. Fill in the information below.

General description Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
47. Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles			
47.1 2014 GMC Van	\$ 5,211.50	Straight Line 5 Years	\$ 5,211.50
47.2	\$		\$
47.3	\$		\$
47.4	\$		\$
48. Watercraft, trailers, motors, and related accessories Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels			
48.1	\$		\$
48.2	\$		\$
49. Aircraft and accessories			
49.1	\$		\$
49.2	\$		\$
50. Other machinery, fixtures, and equipment (excluding farm machinery and equipment) See continuation sheet			
	\$ 132,790.57		\$ 132,790.57
51. Total of Part 8. Add lines 47 through 50. Copy the total to line 87.			\$ 138,002.07

52. Is a depreciation schedule available for any of the property listed in Part 8?

- ☐ No
- ☒ Yes

53. Has any of the property listed in Part 8 been appraised by a professional within the last year?

- ☒ No
- ☐ Yes

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Part 9: Real property**54. Does the debtor own or lease any real property?**

- ☐ No. Go to Part 10.
- ☒ Yes. Fill in the information below.

55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest

Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available.	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
55.1 Leasehold Improvements		\$ 112,261.23	Straight line 10 years or	\$ 112,261.23
55.2		\$		\$
55.3		\$		\$
56. Total of Part 9. Add the current value on lines 55.1 through 55.6 and entries from any additional sheets. Copy the total to line 88.				\$ 112,261.23
57. Is a depreciation schedule available for any of the property listed in Part 9?				
<input type="checkbox"/> No				
<input checked="" type="checkbox"/> Yes				
58. Has any of the property listed in Part 9 been appraised by a professional within the last year?				
<input checked="" type="checkbox"/> No				
<input type="checkbox"/> Yes				

Part 10: Intangibles and intellectual property**59. Does the debtor have any interests in intangibles or intellectual property?**

- ☐ No. Go to Part 11.
- ☒ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60. Patents, copyrights, trademarks, and trade secrets	\$		\$
61. Internet domain names and websites	\$		\$
62. Licenses, franchises, and royalties	\$		\$
63. Customer lists, mailing lists, or other compilations	\$		\$
64. Other intangibles, or intellectual property	\$		\$
65. Goodwill	156,156,937.00		156,156,937.00
Goodwill	\$		\$
66. Total of Part 10. Add lines 60 through 65. Copy the total to line 89.			\$ 156,156,937.00

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67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?

- ☒ No
☐ Yes

68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

- ☐ No
☒ Yes

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

- ☒ No
☐ Yes

Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- ☐ No. Go to Part 12.
☒ Yes. Fill in the information below.

**Current value of
debtor's interest**

71. Notes receivable

Description (include name of obligor)

_____ — _____ = → \$ _____
Total face amount doubtful or uncollectible amount

72. Tax refunds and unused net operating losses (NOLs)

Description (for example, federal, state, local)

Deferred Tax Asset (2019)

Deferred Tax Asset (2018)

Tax year 2019

Tax year 2018

Tax year _____

\$ Unknown

\$ Unknown

\$ _____

73. Interests in insurance policies or annuities

_____ \$ _____

74. Causes of action against third parties (whether or not a lawsuit has been filed)

_____ \$ _____

Nature of claim

Amount requested \$ _____

75. Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims

_____ \$ _____

Nature of claim

Amount requested \$ _____

76. Trusts, equitable or future interests in property

_____ \$ _____

77. Other property of any kind not already listed Examples: Season tickets, country club membership

Lease Indemnification Agreements - Indemnatee

\$ Unknown

\$ _____

78. Total of Part 11.

Add lines 71 through 77. Copy the total to line 90.

\$ 0.00

79. Has any of the property listed in Part 11 been appraised by a professional within the last year?

- ☒ No
☐ Yes

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Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form.

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1.</i>	\$ 2,901,559.36	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	\$ 1,556,544.35	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	\$ 26,386.40	
83. Investments. <i>Copy line 17, Part 4.</i>	\$ 0.00	
84. Inventory. <i>Copy line 23, Part 5.</i>	\$ 654,352.00	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	\$ 0.00	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	\$ 1,248,165.84	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	\$ 138,002.07	
88. Real property. <i>Copy line 56, Part 9.</i> →		\$ 112,261.23
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	\$ 156,156,937.00	
90. All other assets. <i>Copy line 78, Part 11.</i>	+ \$ 0.00	
91. Total. Add lines 80 through 90 for each column. 91a.	\$ 162,681,947.02	+ 91b. \$ 112,261.23
92. Total of all property on Schedule A/B. Lines 91a + 91b = 92. 162,794,208.25		\$ 162,794,208.25

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Continuation Sheet for Official Form 206 A/B

3) Checking, savings, money market, or financial brokerage accounts

Bank of America Checking 3706

Balance: 0.00

Bank of America Checking 3817

Balance: 0.00

Bank of America Checking 8464

Balance: 2,441,351.22

Bank of America Checking 1329

Balance: 400,812.77

Bank of America Checking 0551

Balance: 0.00

Bank of America Checking 2165

Balance: 0.00

Bank of America Checking 0577

Balance: 0.00

Bank of America Checking 0726

Balance: 8,000.74

4) Other cash equivalents

ADP paycard used as reserve to fund \$1,632.53
 ADP Paycards

Forfeiture Account related to 401(k) \$24,010.20
 Savings Plan

7) Deposits, including security deposits and utility deposits

Utilities \$350.00

Other \$39,973.00

8) Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent

Convention costs \$130,568.26

Legal fees for revolver (5/1/2016 - \$39,656.07
 5/1/2021)

Video/Music Licensing \$205,238.48

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Continuation Sheet for Official Form 206 A/B

Software & maintenance **\$882,559.13**

15) Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture

Gold's Gym Merchandising, Inc.	100%	Unknown
Gold's Gym Rockies LLC	100%	Unknown
Gold's Louisiana, LLC	100%	Unknown
Gold's Southeast, LLC	100%	Unknown
Gold's ELMT 79, LLC	100%	Unknown
Gold's North Carolina, LLC	100%	Unknown
Gold's Texas Holdings Group, Inc.	100%	Unknown
Gold's Alabama LLC	100%	Unknown
Gold's St. Louis LLC	100%	Unknown
Gold's Gym Franchising LLC	100%	Unknown
Gold's Ohio, LLC	100%	Unknown
Gold's Oklahoma LLC	100%	Unknown
GGIGC, LLC	100%	Unknown
Gold's Gym Payment Processing	100%	Unknown

50) Other machinery, fixtures, and equipment (excluding farm machinery and equipment)

Gym equipment	74,292.35	Straight Line 5 years	74,292.35
Audio visual system	58,498.22	Straight Line 5 years	58,498.22